

COHEN ANDREW
Form SC 13D
March 17, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934*
(Amendment No. _____)**

NATURAL GAS SERVICES GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

63886 Q109 - Common Stock
63886 Q117 - Warrants

(CUSIP Number)

2 Rector Street, 15th Floor, New York, New York 10006

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

COPY TO:

Richard I. Anslow, Esq.
Anslow & Jaclin, LLP
4400 Route 9 South, 2nd Floor
Freehold, New Jersey 07728

(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications)

MARCH 12, 2004

(Dates of Events which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

COPY TO:

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

	(1)	Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons (entities only):	
		ANDREW COHEN	
	(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
		(a)	
		(b)	
	(3)	SEC Use Only	
	(4)	Source of Funds (See Instructions):	PF
	(5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
	(6)	Citizenship or Place of Organization:	United States of America
Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power:	277,865 (consisting of common stock and warrants)
	(8)	Shared Voting Power:	0
	(9)	Sole Dispositive Power:	277,865 (consisting of common stock and warrants)
	(10)	Shared Dispositive Power:	0
	(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:	277,865 (consisting of common stock and warrants)
	(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	
	(13)	Percent of Class Represented by Amount in Row (11):	5.46%
	(14)	Type of Reporting Person:	IN

ITEM 1. SECURITY ISSUER.

Natural Gas Services Group, Inc.
Common Stock, \$.001 par value
2911 SCR 1260, Midland, Texas 79706

ITEM 2. IDENTITY AND BACKGROUND.

- (a) Name: Andrew Cohen
- (b) Residence or business address: 2 Rector Street, 15th Floor
New York, New York 10006
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; Managing member of Cohen Specialists, LLC an investment firm
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case; None
- (e) Whether or not, during the past five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order; and None
- (f) Citizenship. United States of America

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Reporting Person purchased 23,832 common shares of the Issuer on March 12, 2004 at an average price of \$6.59 per share. This purchase resulted in the Reporting Person owning an aggregate of 277,865 common shares and warrants of the Issuer. The shares are held by Cohen Specialists, LLC, an investment firm in which Mr. Cohen is a 99% owner.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Person is the Managing Member of Cohen Specialists, LLC, an investment firm. Thus, the acquisition by the Reporting Person is based on the belief that such purchase is a good investment that will produce favorable economic results. As of the Reporting Event, Mr. Cohen owned an aggregate of 277,865 common shares and warrants of the Issuer, or 5.46% of the issued and outstanding securities of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

As of the Reporting Event, Mr. Cohen owns 277,865 securities of the Issuer, or 5.46% of the issued and outstanding securities of the Issuer.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Reporting Person has no contracts, arrangements, understandings or relationships with any other person with respect to any securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 16, 2004

Date

/s/ Andrew Cohen

Signature

Andrew Cohen, Managing Member of Cohen Specialists, LLC

Name and Title